

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 850

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WASHINGTON, D. C. 20005-4006

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8212-C  
RECORDATION NO. FILED NO.

AUG 8 1991 -11 40 AM

INTERSTATE COMMERCE COMMISSION

August 8, 1991

The Honorable Sidney L. Strickland, Jr.

Secretary

Interstate Commerce Commission

Washington, D.C. 20423

8212-D  
RECORDATION NO. FILED NO.

AUG 8 1991 -11 40 AM

Dear Secretary Strickland:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are: (1) two executed counterparts of Instrument of Satisfaction and Release, a secondary document, dated as of April 1, 1991, by and among Mercantile-Safe Deposit and Trust Company, as Agent ("Agent"), United States Trust Company of New York, as Trustee ("Trustee") under a Trust Agreement dated as of February 1, 1976 with General Electric Capital Corporation (formerly known as General Electric Credit Corporation) ("GE Capital"), and Burlington Northern Railroad Company, the successor in interest to American Rail Box Car Company, as Lessee ("Lessee"), relating to that certain Assignment of Lease and Agreement between Trustee and Agent, dated as of February 1, 1976, recorded under Recordation No. 8212-A; and (2) five executed counterparts of Transfer Agreement, a secondary document, dated as of April 1, 1991, between Trustee, and GE Capital, relating to that certain Lease of Railroad Equipment, dated as of April 1, 1983, between Lessee and Trustee, recorded under Recordation No. 8212-B.

It is my understanding that the recordation numbers to be assigned to these new documents as described in the preceding paragraph will be: 8212-C and 8212-D. It is requested that Recordation No. 8212-D be cross-indexed with Recordation No. 16936.

The names and addresses of the parties to the enclosed documents are as follows:

*Donelan, Cleary, Wood & Maser*

Instrument of Satisfaction and Release

AGENT: Mercantile-Safe Deposit and Trust Company  
Post Office Box 2258  
Two Hopkins Plaza  
Baltimore, Maryland 21203

TRUSTEE: United States Trust Company of New York  
114 West 47th Street  
New York, New York 10036

Transfer Agreement

TRANSFEROR: United States Trust Company of New York  
114 West 47th Street  
New York, New York 10036

TRANSFeree: General Electric Capital Corporation  
1600 Summer Street  
Stamford, CT 06905

The undersigned is the attorney-in-fact for purposes of this filing. Please return the originals of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or the bearer hereof.

Also enclosed is a remittance in the amount of \$30.00 for the required recording fee.

A short summary of the documents to appear in the index follows:

SECONDARY DOCUMENTS

Instrument of Satisfaction and Release, dated as of April 1, 1991, by and among Mercantile-Safe Deposit and Trust Company, as Agent, United States Trust Company of New York, as Trustee, and Burlington Northern Railroad Company, as Lessee, relating to that certain Assignment of Lease and Agreement

The Honorable Sidney L. Strickland, Jr.

August 8, 1991

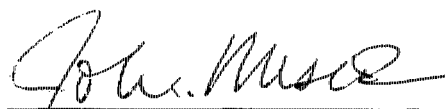
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between Trustee and Agent, dated as of February 1, 1976, recorded under Recordation No. 8212-A.

Transfer Agreement, dated as of April 1, 1991, between United States Trust Company of New York, as Trustee, and General Electric Capital Corporation, relating to that certain Lease of Railroad Equipment ("Lease"), dated as of April 1, 1983, between Burlington Northern Railroad Company and Trustee, recorded under Recordation No. 8212-B, covering 466 70-ton general-purpose boxcars of the series numbered BN249000 through 250500, as listed in Schedule A to the Lease.

Respectfully submitted,

By



John K. Maser III  
Attorney-In-Fact

8212-C  
RECORDED BY \_\_\_\_\_ FILED 1991

AUG 8 1991 -11 40 AM

INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF SATISFACTION AND RELEASE dated as of April 1, 1991 by and among MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent (the "Agent"), UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee (the "Trustee") under a Trust Agreement dated as of February 1, 1976, with General Electric Capital Corporation (formerly known as General Electric Credit Corporation), and BURLINGTON NORTHERN RAILROAD COMPANY, the successor in interest to American Railbox Car Company, as Lessee (the "Lessee").

WITNESSETH:

WHEREAS, Whittaker Corporation (Berwick Forge and Fabricating Division) ("Whittaker"), the Trustee and the Lessee hereto entered into a Conditional Sale Agreement (the "Whittaker Conditional Sale Agreement") dated as of February 1, 1976;

WHEREAS, the Whittaker Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission on February 11, 1976, and assigned Recordation No. 8210.

WHEREAS, Whittaker and the Agent entered into an Agreement and Assignment (the "Whittaker Assignment"), dated as of February 1, 1976;

WHEREAS, the Whittaker Assignment was filed and recorded with the Interstate Commerce Commission on February 11, 1976, and assigned Recordation No. 8210-A;

WHEREAS, FMC Corporation ("FMC"), the Trustee and the Lessee hereto entered into a Conditional Sale Agreement (the "FMC Conditional Sale Agreement") dated as of February 1, 1976;

WHEREAS, the FMC Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission on February 11, 1976, and assigned Recordation No. 8211;

WHEREAS, FMC and the Agent entered into an Agreement and Assignment (the "FMC Assignment"), dated as of February 1, 1976;

WHEREAS, the FMC Assignment was filed and recorded with the Interstate Commerce Commission on February 11, 1976, and assigned Recordation No. 8211-A;

WHEREAS, the Trustee and American Rail Box Car Company entered into a Lease of Railroad Equipment (the "Old Lease"), dated as of February 1, 1976, covering the equipment described in Schedule A thereto;

WHEREAS, the Old Lease was filed and recorded with the Interstate Commerce Commission on February 11, 1976, and assigned Recordation No. 8212;

WHEREAS, the Trustee and Agent entered into an Assignment of Lease and Agreement (the "Old Lease Assignment"), dated as of February 1, 1976, with respect to the Old Lease;

WHEREAS, the Old Lease Assignment was filed and recorded with the Interstate Commerce Commission on February 11, 1976, and assigned Recordation No. 8212-A;

WHEREAS, the Trustee and the Lessee entered into a Lease of Railroad Equipment (the "New Lease"), dated as of April 1, 1983, covering the equipment described in Schedule A thereto;

WHEREAS, the New Lease was filed and recorded with the Interstate Commerce Commission on March 14, 1990, and assigned Recordation No. 8212-B;

WHEREAS, the Trustee and Lessee entered into an Assignment of Lease and Agreement (the "New Lease Assignment"), dated as of April 1, 1983;

WHEREAS, the parties hereto desire to execute this Instrument to evidence for public records the satisfaction and release of the rights and obligations of the parties under the Whittaker Conditional Sale Agreement, the Whittaker Assignment, the FMC Conditional Sale Agreement, the FMC Assignment, and the Old Lease Assignment, and the New Lease Assignment.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto do hereby acknowledge the satisfaction and release of all the covenants, obligations, liens, and warranties of the Whittaker Conditional Sale Agreement, the Whittaker Assignment, the FMC Conditional Sale Agreement, the FMC Assignment, and the Old Lease Assignment, and the New Lease Assignment.

The Trustee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and will furnish a recorded counterpart thereof to the Agent.

This Instrument shall be executed in several counterparts, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Agent and the Trustee, have caused this Instrument to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their respective duly authorized officers as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Agent

By: \_\_\_\_\_  
Vice President

ATTEST:

\_\_\_\_\_  
Title:

UNITED STATES TRUST COMPANY  
OF NEW YORK, as Trustee

By: Christine C. Collins  
Assistant Vice President

ATTEST:

McConnell  
Assistant Secretary Vice President

STATE OF )  
COUNTY OF )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1991, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that (s)he is a \_\_\_\_\_ of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

\_\_\_\_\_  
Notary Public

STATE OF New York )  
COUNTY OF NASSAU )

On this 10th day of July, 1991, before me personally appeared Christine C. Collins, to me personally known, who, being by me duly sworn, says that (s)he is an Assistant Vice President of United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its By-Laws, and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said trust company.

Thomas McCutcheon  
Notary Public

THOMAS McCUTCHEON  
NOTARY PUBLIC, State of New York  
No. 4036095  
Qualified in Nassau County  
Commission Expires April 15, 1992

WHEREAS, the Old Lease Assignment was filed and recorded with the Interstate Commerce Commission on February 11, 1976, and assigned Recordation No. 8212-A;

WHEREAS, the Trustee and the Lessee entered into a Lease of Railroad Equipment (the "New Lease"), dated as of April 1, 1983, covering the equipment described in Schedule A thereto;

WHEREAS, the New Lease was filed and recorded with the Interstate Commerce Commission on March 14, 1990, and assigned Recordation No. 8212-B;

WHEREAS, the Trustee and Lessee entered into an Assignment of Lease and Agreement (the "New Lease Assignment"), dated as of April 1, 1983;

WHEREAS, the parties hereto desire to execute this Instrument to evidence for public records the satisfaction and release of the rights and obligations of the parties under the Whittaker Conditional Sale Agreement, the Whittaker Assignment, the FMC Conditional Sale Agreement, the FMC Assignment, and the Old Lease Assignment, and the New Lease Assignment.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto do hereby acknowledge the satisfaction and release of all the covenants, obligations, liens, and warranties of the Whittaker Conditional Sale Agreement, the Whittaker Assignment, the FMC Conditional Sale Agreement, the FMC Assignment, and the Old Lease Assignment, and the New Lease Assignment.

The Trustee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and will furnish a recorded counterpart thereof to the Agent.

This Instrument shall be executed in several counterparts, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute but one and the same instrument.

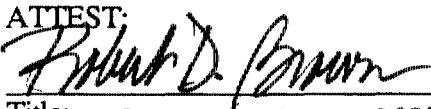
IN WITNESS WHEREOF, the Agent and the Trustee, have caused this Instrument to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their respective duly authorized officers as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Agent

By: 

Vice President

ATTEST:



Title: Corporate Trust Officer

UNITED STATES TRUST COMPANY  
OF NEW YORK, as Trustee

By: \_\_\_\_\_  
Assistant Vice President

ATTEST:

\_\_\_\_\_  
Assistant Secretary

STATE OF MARYLAND )  
COUNTY OF HARFORD )

On this 3RD day of JULY, 1991, before me personally  
appeared John M. Mitchell, to me personally  
known, who, being by me duly sworn, says that (s)he is a VICE PRESIDENT  
of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the  
foregoing instrument is the corporate seal of said trust company, that said instrument was  
signed and sealed on behalf of said trust company by authority of its Board of Directors  
and (s)he acknowledged that the execution of the foregoing instrument was the free act and  
deed of said trust company.

MY COMMISSION EXPIRES OCTOBER 22, 1994

Michael R. Ruggel  
Notary Public

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1991, before me personally  
appeared \_\_\_\_\_, to me personally  
known, who, being by me duly sworn, says that (s)he is an Assistant Vice President of  
United States Trust Company of New York, that one of the seals affixed to the foregoing  
instrument is the corporate seal of said trust company, that said instrument was signed and  
sealed on behalf of said trust company by authority of its By-Laws, and (s)he  
acknowledges that the execution of the foregoing instrument was the free act and deed of  
said trust company.

\_\_\_\_\_  
Notary Public